

# NW

October 20, 1977

Mr. Robert L. Oswald  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

7-304A096

RECORDATION NO. 8315-B Filed & Recorded

Date OCT 31 1977

OCT 31 1977-11 10 AM

Fee \$

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Dear Mr. Oswald:

In accordance with Section 20c of the Interstate Commerce Act and Part 57 of the Commission's rules, there are enclosed for recordation original counterparts numbered 1, 2, 3, 4 and 5 of a Supplemental Agreement, dated as of October 20, 1977, to Norfolk and Western Railway Equipment Trust, Series No. 3.

The Equipment Trust Agreement, dated as of May 1, 1976, establishing Norfolk and Western Railway Equipment Trust, Series No. 3, was filed with the Commission on May 6, 1976, under Recordation No. 8315. The equipment covered by the Supplemental Agreement is intended for use in connection with interstate commerce.

There is also enclosed a voucher payable to the order of the Interstate Commerce Commission for \$10, covering the recordation fee for this supplement. The names and addresses of the parties to the supplement are as follows:

Railroad: Norfolk and Western Railway Company  
8 North Jefferson Street  
Roanoke, Virginia 24042

Bank: First Pennsylvania Bank N.A.  
15th and Chestnut Streets  
Philadelphia, Pennsylvania 19101

The above supplement provides for the assignment of 131 100-ton hopper cars, Nos. 142001-142131, to the above Equipment Trust Agreement.

After the enclosed supplement has been duly recorded, please return the original counterparts numbered 1, 2 and 3 bearing the ICC recordation data to our representative who delivered these instruments to you.

Yours very truly,

J. T. Valleroy

Enc.  
JTV/er

Norfolk and Western Railway Company  
Roanoke, Virginia 24042

James T. Valleroy  
Assistant Treasurer

Countersigned - Stephen W. Chiles

ORIGINAL COPY

NO. 5

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INTERSTATE COMMERCE COMMISSION

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES 3

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SUPPLEMENTAL AGREEMENT

Dated as of October 20, 1977

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of May 1, 1976

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

## SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of October 20, 1977, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., a corporation existing under the laws of the United States (the "Trustee").

### R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series 3," was created by an Equipment Trust Agreement dated as of May 1, 1976 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

The Trust Agreement also provides that if the aggregate final Cost (as defined in the Trust Agreement) of the Trust Equipment shall be less than 125% of the aggregate principal amount of trust certificates issued thereunder (the "Trust Certificates"), the Company will cause to be transferred to the Trustee additional Trust Equipment in such amount and of such cost that the aggregate final Cost of the Trust Equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder.

The Company has determined that the aggregate final Cost of the Trust Equipment specifically described in the Trust Agreement is less than 125% of the aggregate principal amount of Trust Certificates issued thereunder and now desires to cause to be transferred to the Trustee additional Trust Equipment.

\* \* \* \* \*

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
131	100-ton hopper cars, numbered 142001-142131, inclusive, Norfolk and Western Railway Company, builder	\$23,232	\$3,043,392

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.

3. This Supplemental Agreement, which is dated for convenience as of October 20, 1977, may be executed in any number

of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

ATTEST:

*D. E. Middleton*  
Secretary

By *John A. Tinsley*  
Vice President - Finance

FIRST PENNSYLVANIA BANK N.A., as  
Trustee

ATTEST:

*[Signature]*  
ASSISTANT Secretary

By *[Signature]*  
ASSISTANT Vice President

COMMONWEALTH OF VIRGINIA    )  
                                           ) ss.:  
 CITY OF ROANOKE                    )

On this *20<sup>th</sup>* day of *October*, 1977, before me personally appeared John R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is Vice President - Finance of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

*Judith A. McLauney*  
 \_\_\_\_\_  
 Notary Public

My Commission Expires March 14, 1981

COMMONWEALTH OF PENNSYLVANIA    )  
                                           ) ss.:  
 COUNTY OF PHILADELPHIA            )

On this *26<sup>th</sup>* day of *October*, 1977, before me personally appeared *J. R. Turbyfill*, to me personally known, who, being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

*Elizabeth J. Sabedra*  
 \_\_\_\_\_  
 Notary Public

ELIZABETH J. SABEDRA

Notary Public, Philadelphia, Philadelphia, Co.

My Commission Expires April 14, 1980